



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

Mail Stop 3010

June 20, 2008

Guy Lawson
McGrath North Mullin & Kratz, PC LLO
First National Tower, Suite 3700
1601 Dodge Street
Omaha, NE 68102

Re: ConAgra Foods, Inc.
Incoming letter dated May 12, 2008

Dear Mr. Lawson:

This is in response to your letter dated May 12, 2008 concerning the shareholder proposal submitted to ConAgra by Robert J. Lucci. We also have received a letter from the proponent dated May 28, 2008. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Jonathan A. Ingram
Deputy Director

Enclosures

cc: Robert J. Lucci
Lucci's Bakery
171 South Main Street
Archbald, PA 18403

June 20, 2008

**Response of the Office of Chief Counsel
Division of Corporation Finance**

Re: ConAgra Foods, Inc.
Incoming letter dated May 12, 2008

The proposal relates to company products.

There appears to be some basis for your view that ConAgra may exclude the proposal under rule 14a-8(f). We note that the proponent appears to have failed to supply, within 14 days of receipt of ConAgra's request, documentary support sufficiently evidencing that he satisfied the minimum ownership requirement for the one-year period required by rule 14a-8(b). Accordingly, we will not recommend enforcement action to the Commission if ConAgra omits the proposal from its proxy materials in reliance on rules 14a-8(b) and 14a-8(f).

Sincerely,

William A. Hines
Special Counsel

McGRATH NORTH

ATTORNEYS AT LAW

John E. North	James D. Wegner	James G. Powers	Daniel C. Pape	Dimitar V. Todorov	Patrick D. Pepper
Dean G. Kratz	Thomas C. McGowan	Ronald L. Comes	Thomas J. Kelley	Vicki L. Meadors	Jennifer R. Deitloff
David L. Hefflinger	A. Stevenson Bogue	David G. Anderson	Terry Bauman White	Jason D. Benson	Robert P. Diederich
James P. Fitzgerald	William F. Hargens	David H. Roe	William J. Birkel	Michael T. Eversden	Catherine C. Lemoine
Terrence D. O'Hare	Roger W. Wells	Robert G. Dailey	Patrick J. Straka	Brian T. McKernan	Matthew R. Ottemann
John F. Thomas	Robert J. Bothe	Douglas E. Quinn	Aaron A. Clark	Michaela A. Smith	Jonathan L. Grob
Jeffrey J. Pirruccello	Edward G. Warin	J. Scott Paul	Patrick R. McGill	Amy L. Van Horne	Amanda M. Smith
Lee H. Hamann	James S. Jansen	James J. Frost	W. Gregory O'Kief	Tracy L. Deutmeyer	
Randal M. Limbeck	J. Terry Macnamara	Guy Lawson	Thomas H. McLeay	Thomas O. Kelley	
Mark F. Enenbach	Michael G. Mullin	John A. Andraesen	Christopher M. Bikus	Lisa M. Lehan	OF COUNSEL
Roger J. Miller	Nicholas K. Niemann	James J. Niemeier	Jennifer J. Strong	Eric W. Tiritilli	Donald B. daParma
Timothy J. Pugh	Patrick J. Barrett	Keith P. Larsen	Kristopher J. Covi	Karin E. I. Anderson	Rodney Shkolnick
Robert D. Mullin, Jr.	Steven P. Case	Patrick E. Brookhouser, Jr.	Jeffrey S. Penne	Thomas M. Worthington	Sandra D. Morar

May 12, 2008

VIA FEDERAL EXPRESS

Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

**Re: ConAgra Foods, Inc.; Commission File No. 1-7275
Exclusion of Shareholder Proposal Pursuant to Rule 14a-8(j)**

RECEIVED
2008 MAY 13 PM 3:17
OFFICE OF CHIEF COUNSEL
DIVISION OF CORPORATION FINANCE

Ladies and Gentlemen:

We are submitting this letter on behalf of ConAgra Foods, Inc. ("ConAgra") pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, to the staff of the Division of Corporation Finance of the Securities and Exchange Commission. On March 27, 2008, ConAgra received a proposal from Mr. Robert J. Lucci for inclusion in the proxy materials for ConAgra's 2008 annual meeting of stockholders. The proposal was submitted to ConAgra in a letter from Mr. Lucci dated March 23, 2008. The letter is attached hereto as Exhibit A.

ConAgra has a single class of voting securities outstanding, its common stock, which trades on the New York Stock Exchange under the symbol "CAG".

Mr. Lucci's Statement of Share Ownership

In his proposal, Mr. Lucci states that he owns "25 shares of CAG jointly with his wife." He did not include any evidence of ownership with his letter. ConAgra made inquiry of its transfer agent as to whether Mr. Lucci held his shares of record, and the company was unable to verify his ownership.

The Proposal may be Excluded because Mr. Lucci Does Not Meet the Eligibility Requirements of Rule 14a-8(b)

To be eligible to submit his proposal, Rule 14a-8(b) requires Mr. Lucci to have continuously held at least \$2,000 in market value, or 1%, of ConAgra common stock for at least one year by the date he submitted his proposal. In order to determine whether a shareholder satisfies the \$2,000 threshold, the Division of Corporation Finance has advised that it looks at whether, on any date within the 60 calendar days before the date the shareholder submits the proposal, the shareholder's investment is valued at \$2,000 or greater. *Division of Corporation Finance: Staff Legal Bulletin No. 14, Section C.1.a.*

The market value of Mr. Lucci's shares is substantially below the \$2,000 threshold. His ConAgra shares have a market value of \$600, based on a \$24.00 per share price, which is the highest selling price per share reported on the New York Stock Exchange for ConAgra common stock during the 60-day period prior to the submission of Mr. Lucci's proposal.

Additionally, Mr. Lucci's 25 shares of ConAgra are less than 1% of the outstanding ConAgra shares. More than 480 million shares of ConAgra common stock are outstanding and have been outstanding for a number of years. As reported in ConAgra's latest Form 10-Q filed with the Securities and Exchange Commission, there were more than 487 million shares of ConAgra common stock outstanding on March 23, 2008.

Deficiency Cannot be Remedied

Mr. Lucci has indicated in his proposal that he does not own the requisite amount of shares of ConAgra common stock to be eligible to submit a proposal. Although ConAgra was not required to provide Mr. Lucci a notice of deficiency with respect to his lack of eligibility (because the ownership deficiency can not be remedied *see, Division of Corporation Finance: Staff Legal Bulletin No. 14, Section C.6.c.*) ConAgra sent a letter by overnight delivery on April 8, 2008 to Mr. Lucci advising him:

- of the ownership deficiency;
- of methods of demonstrating requisite ownership;
- that he was required to provide a written statement of his intent to hold the shares through the date of the annual meeting; and
- that he was required to respond no later than 14 calendar days after receiving ConAgra's notice.

A copy of Rule 14a-8 was also included with the letter. A copy of that letter and the delivery receipt are enclosed as Exhibit B. Mr. Lucci has not remedied, and cannot remedy, the ownership deficiency as demonstrated by his response, received via facsimile by ConAgra on April 10, 2008, and enclosed as Exhibit C.

Based upon the foregoing, ConAgra Foods respectfully requests that the staff confirm, at its earliest convenience, that it will not recommend any enforcement action if ConAgra excludes the proposal from the proxy materials for its 2008 annual stockholders' meeting in reliance on Rule 14a-8(f).

May 12, 2008

Page 3

We are enclosing six copies of this letter and the exhibits referred to herein. We are also forwarding a copy of this letter to Mr. Lucci as notice of ConAgra's intention to exclude the proposal from the proxy materials. ConAgra presently anticipates mailing its proxy materials for the 2008 annual stockholders' meeting in mid-August, 2008. We would appreciate a response from the staff in time for ConAgra to meet this schedule.

Please acknowledge receipt of this letter by stamping one of the enclosed copies and returning it to the undersigned using the stamped, pre-addressed envelope provided. Should the staff disagree with ConAgra's position, we would appreciate the opportunity to confer with the staff prior to the issuance of its response. If you have any questions regarding this matter or as soon as a staff response is available, would you kindly call the undersigned at 402-341-3070.

Sincerely,

A handwritten signature in black ink, appearing to read "Guy Lawson". The signature is fluid and cursive, with a large initial "G" and "L".

Guy Lawson

Enclosures

cc: Mr. Robert J. Lucci

Colleen Batcheler
Senior Vice President, General Counsel
and Corporate Secretary
ConAgra Foods, Inc.

Exhibit A

LUCCI'S BAKERY

American - Italian Pareve Baked Goods

171 SOUTH MAIN STREET

ARCHBALD, PA. 18403

March 23, 2008

ConAgra Foods Inc.
One ConAgra Drive
Omaha, Nebraska 68102

Attention Corporate Secretary:

I am submitting the following shareholder's proposal to be included in the next annual meeting held in 2008:

That the executives and board of directors of ConAgra eat the products which are produced in its food plants across the country, specifically a peanut butter sandwich made from Peter Pan Peanut Butter produced from the now cleaned Sylvester, Georgia plant and bread baked from the patent flour packed at ConAgra's Martin's Creek, Pennsylvania flour mill.

Mr. Lucci will provide the bread to make the peanut butter sandwich the morning of the annual shareholders meeting.

Mr. Lucci operates a medium size wholesale bakery, which was founded in 1920 and Mr. Lucci is the third generation operating the business, in northeastern Pennsylvania.

Lucci's Bakery has been using ConAgra flour from the Martin's Creek Pennsylvania flour mill for forty years.

Mr. Lucci's tractor trailer was picking up approximately 5000 fifty-pound bags of flour per year.

Mr. Lucci received one load of patent flour from the Martin's Creek, Pennsylvania mill that was over treated with Maturon twenty times the normal treatment.

Mr. Lucci also received a second load of patent flour from the Martin's Creek, Pennsylvania mill that was over treated with six times the normal amount of Maturon.

Lastly, Mr. Lucci received a third load of patent flour that had a protein level below industry standards.

When Mr. Lucci complained of these problems, he was told by ConAgra and their attorney that he was a small volume customer and that they were not interested in his future business.

Mr. Lucci owns 25 shares of CAG jointly with his wife.

Mr. Lucci was surprised at what he was told and wants other shareholders to be aware of the poor business practices of ConAgra, its employees, and associates.

Sincerely yours,



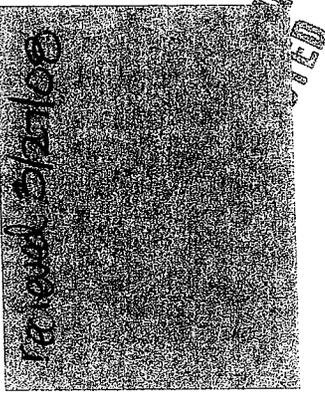
Robert J. Lucci



LUCCI'S BAKERY

171 South Main Street
Archbald, PA 18403

American-Italian Pareve Baked Goods



CERTIFIED MAIL



7005 1160 0000 6117 6184



0000

68102



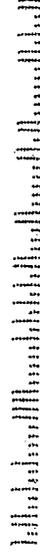
U.S. POST OFFICE
PAID
HAMLIN, PA 18427
MAR 24 1987
AMOUNT
\$5.00
000324

ATTENTION: SECRETARY OF THE CORPORATION

CONAGRA FOODS INC.
ONE CONAGRA DRIVE
OMAHA, NEBRASKA 68102

390

68102+5000 0002



Label/Receipt Number: 7005 1160 0000 6117 8184
Status: Delivered

Your item was delivered at 8:13 AM on March 27, 2008 in OMAHA, NE 68102.

Exhibit B



ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001

TEL: 402-595-4000

April 8, 2008

VIA OVERNIGHT MAIL

Mr. Robert J. Lucci
Lucci's Bakery
171 South Main Street
Archbald, PA 18403

Dear Mr. Lucci:

On March 27, 2008, ConAgra Foods, Inc. ("ConAgra") received the proposal that you submitted for inclusion in ConAgra's proxy statement for its 2008 Annual Stockholders' Meeting. Your proposal contains procedural deficiencies under the Securities and Exchange Commission ("SEC") regulations related to stockholder proposals.

SEC Rule 14a-8 (a copy is enclosed) requires that, in order to be eligible to submit a proposal for inclusion in ConAgra's proxy statement, you must have continuously held at least \$2,000 in market value of ConAgra's common stock for at least one year by the date you submitted the proposal. You must submit proof that you meet this eligibility requirement, such as by providing a statement from the "record holder" of your shares. The record holder is likely your bank or broker. To date, you have indicated only that you own 25 shares of ConAgra's common stock jointly with your wife. This statement does not meet the requirement, nor does ownership of 25 shares provide you with the required market value.

To remedy the procedural deficiency in your proposal, you will need to send proof of share ownership that meets the following criteria:

- (1) It must be provided by the actual holder of record of your shares (for example, your broker);
- (2) It must indicate that you owned the required amount of securities as of March 27, 2008, the date of submission of your proposal;
- (3) It must state that you have continuously owned the securities for at least 12 months prior to March 27, 2008; and
- (4) It must be dated on or after March 27, 2008.

April 8, 2008
Page 2

See paragraph (b)(2) of Rule 14a-8 (Question 2) for more information on ways to prove eligibility.

In addition, Rule 14a-8(b)(1) requires that you provide a written statement that you intend to continue ownership of the shares through the date of the annual meeting.

The SEC's rules require that your response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. If you are unable to establish compliance with the SEC's ownership requirements and do not withdraw your proposal, ConAgra will seek the concurrence of the SEC Staff that exclusion of your proposal from the company's proxy statement is permissible.

Please address any response to Colleen Batcheler, Senior Vice President, General Counsel and Corporate Secretary, ConAgra Foods, Inc., One ConAgra Drive, Omaha, NE 68102. Alternatively, you may send your response via facsimile at (402) 517-9267. If you have any questions with respect to the foregoing, please feel free to contact me at (402) 595-4000.

Best regards,

A handwritten signature in black ink that reads "Colleen Batcheler". The signature is written in a cursive, flowing style.

Colleen Batcheler

Encl.

Tracking Summary

Tracking Numbers

Tracking Number: 1Z 68X 111 01 9182 301 9
Type: Package
Status: **Delivered**
Delivered On: 04/09/2008
10:17 A.M.
Delivered To: ARCHBALD, PA, US
Service: NEXT DAY AIR

Tracking results provided by UPS: 04/09/2008 10:30 A.M. ET

NOTICE: UPS authorizes you to use UPS tracking systems solely to track shipments tendered by or for you to UPS for delivery and for no other purpose. Any other use of UPS tracking systems and information is strictly prohibited.

 Close Window

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ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001

TEL: 402-595-4000

April 9, 2008

VIA OVERNIGHT MAIL

Mr. Robert J. Lucci
Lucci's Bakery
171 South Main Street
Archbald, PA 18403

Dear Mr. Lucci:

Please find enclosed the remaining two pages of SEC Rule 14a-8. It was inadvertently omitted from your packaged you received yesterday.

Best regards,

A handwritten signature in cursive script that reads "Colleen Batcheler".

Colleen Batcheler

Encl.

Exhibit C

ARCHBALD, PA 18403 4-10-08 19

M COWAGRA FOODS



PHONE (717) 876-3830

LUCCI'S BAKERY
American-Italian Baked Goods

171 S. MAIN ST.

ATTENTION: COLLEEN BATCHELER.

BE CAREFUL HOW YOU PROCEED
WITH MY MATTER. IT WILL
COME BACK TO HAUNT YOU.

SINCERELY!

New Area Code 570

PHONE 717-876-3830
FAX 717-876-4892

LUCCI'S BAKERY RECEIVED

American - Italian Pareve Baked Goods 2008 MAY 28 PM 3:14

**171 SOUTH MAIN STREET
ARCHBALD, PA. 18403**

OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

***Re: Reference to ConAgra Foods Inc.; Commission File No. 1-7275
Exclusion of Shareholder Proposal Pursuant to Rule 14a-8(j)***

Ladies and Gentlemen:

Yes, I do own twenty-five shares of ConAgra Foods stock. Confirmation of this is enclosed. I am hoping that the Securities and Exchange Commission will deny ConAgra's request. By the tone of my letter to ConAgra dated March 23, 2008, you can tell that my shareholder's proposal is important to other shareholders and to me. Please be aware of ConAgra's poor business practices, especially due to the fact that they have dominated the news headlines over the past fifteen months.

Sincerely yours,



Robert J. Lucci

Enclosures

TOTAL P.02

Morgan Stanley

Douglas F. Hoicomb
First Vice President
Financial Advisor

111 North Washington Avenue
Suite 201
Scranton, PA 18503

toll-free 800 733 7096
tel 570 961 7700
direct 570 961 7703
fax 570 961 7735

May 14, 2008

Mr Robert Lucci

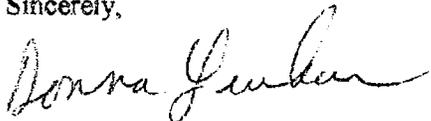
*** FISMA & OMB Memorandum M-07-16 ***

RE: Conagra Food Inc. Morgan Stanley account #SMA & OMB Memorandum M-07-16 ***
Robert and Kathleen Lucci

Dear Mr. Lucci,

You currently hold 25 shares of Conagra Foods Inc. in you above Morgan Stanley account. It was purchased on 12/22/2005.

Sincerely,



Donna Yurkanin
C.S.A.

"Investments and services are offered through Morgan Stanley & Co., Incorporated,
member SIPC."

McGrath North

ATTORNEYS AT LAW

John E. North	James D. Wegner	James G. Powers	Daniel C. Pape	Dimitar V. Todorov	Patrick D. Pepper
Dean G. Kratz	Thomas C. McGowan	Ronald L. Comes	Thomas J. Kelley	Vicki L. Meadors	Jennifer R. Deitloff
David L. Hefflinger	A. Stevenson Bogue	David G. Anderson	Terry Bauman White	Jason D. Benson	Robert P. Diederich
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Roger J. Miller	Nicholas K. Niemeier	James J. Niemeier	Jennifer J. Strong	Eric W. Tiritilli	Donald B. daParma
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Robert D. Mullin, Jr.	Steven P. Case	Patrick E. Brookhouser, Jr.	Jeffrey S. Penne	Thomas M. Worthington	Sandra D. Morar

May 12, 2008

VIA FEDERAL EXPRESS

Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

Re: *ConAgra Foods, Inc.; Commission File No. 1-7275*
Exclusion of Shareholder Proposal Pursuant to Rule 14a-8(j)

Ladies and Gentlemen:

We are submitting this letter on behalf of ConAgra Foods, Inc. ("ConAgra") pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended, to the staff of the Division of Corporation Finance of the Securities and Exchange Commission. On March 27, 2008, ConAgra received a proposal from Mr. Robert J. Lucci for inclusion in the proxy materials for ConAgra's 2008 annual meeting of stockholders. The proposal was submitted to ConAgra in a letter from Mr. Lucci dated March 23, 2008. The letter is attached hereto as Exhibit A.

ConAgra has a single class of voting securities outstanding, its common stock, which trades on the New York Stock Exchange under the symbol "CAG".

Mr. Lucci's Statement of Share Ownership

In his proposal, Mr. Lucci states that he owns "25 shares of CAG jointly with his wife." He did not include any evidence of ownership with his letter. ConAgra made inquiry of its transfer agent as to whether Mr. Lucci held his shares of record, and the company was unable to verify his ownership.

The Proposal may be Excluded because Mr. Lucci Does Not Meet the Eligibility Requirements of Rule 14a-8(b)

To be eligible to submit his proposal, Rule 14a-8(b) requires Mr. Lucci to have continuously held at least \$2,000 in market value, or 1%, of ConAgra common stock for at least one year by the date he submitted his proposal. In order to determine whether a shareholder satisfies the \$2,000 threshold, the Division of Corporation Finance has advised that it looks at whether, on any date within the 60 calendar days before the date the shareholder submits the proposal, the shareholder's investment is valued at \$2,000 or greater. *Division of Corporation Finance: Staff Legal Bulletin No. 14, Section C.1.a.*

The market value of Mr. Lucci's shares is substantially below the \$2,000 threshold. His ConAgra shares have a market value of \$600, based on a \$24.00 per share price, which is the highest selling price per share reported on the New York Stock Exchange for ConAgra common stock during the 60-day period prior to the submission of Mr. Lucci's proposal.

Additionally, Mr. Lucci's 25 shares of ConAgra are less than 1% of the outstanding ConAgra shares. More than 480 million shares of ConAgra common stock are outstanding and have been outstanding for a number of years. As reported in ConAgra's latest Form 10-Q filed with the Securities and Exchange Commission, there were more than 487 million shares of ConAgra common stock outstanding on March 23, 2008.

Deficiency Cannot be Remedied

Mr. Lucci has indicated in his proposal that he does not own the requisite amount of shares of ConAgra common stock to be eligible to submit a proposal. Although ConAgra was not required to provide Mr. Lucci a notice of deficiency with respect to his lack of eligibility (because the ownership deficiency can not be remedied *see, Division of Corporation Finance: Staff Legal Bulletin No. 14, Section C.6.c.*) ConAgra sent a letter by overnight delivery on April 8, 2008 to Mr. Lucci advising him:

- of the ownership deficiency;
- of methods of demonstrating requisite ownership;
- that he was required to provide a written statement of his intent to hold the shares through the date of the annual meeting; and
- that he was required to respond no later than 14 calendar days after receiving ConAgra's notice.

A copy of Rule 14a-8 was also included with the letter. A copy of that letter and the delivery receipt are enclosed as Exhibit B. Mr. Lucci has not remedied, and cannot remedy, the ownership deficiency as demonstrated by his response, received via facsimile by ConAgra on April 10, 2008, and enclosed as Exhibit C.

Based upon the foregoing, ConAgra Foods respectfully requests that the staff confirm, at its earliest convenience, that it will not recommend any enforcement action if ConAgra excludes the proposal from the proxy materials for its 2008 annual stockholders' meeting in reliance on Rule 14a-8(f).

May 12, 2008

Page 3

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Sincerely,

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Guy Lawson

Enclosures

cc: Mr. Robert J. Lucci

Colleen Batcheler
Senior Vice President, General Counsel
and Corporate Secretary
ConAgra Foods, Inc.

Exhibit A

LUCCI'S BAKERY

American - Italian Pareve Baked Goods

171 SOUTH MAIN STREET

ARCHBALD, PA. 18403

March 23, 2008

ConAgra Foods Inc.
One ConAgra Drive
Omaha, Nebraska 68102

Attention Corporate Secretary:

I am submitting the following shareholder's proposal to be included in the next annual meeting held in 2008:

That the executives and board of directors of ConAgra eat the products which are produced in its food plants across the country, specifically a peanut butter sandwich made from Peter Pan Peanut Butter produced from the now cleaned Sylvester, Georgia plant and bread baked from the patent flour packed at ConAgra's Martin's Creek, Pennsylvania flour mill.

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Mr. Lucci's tractor trailer was picking up approximately 5000 fifty-pound bags of flour per year.

Mr. Lucci received one load of patent flour from the Martin's Creek, Pennsylvania mill that was over treated with Maturox twenty times the normal treatment.

Mr. Lucci also received a second load of patent flour from the Martin's Creek, Pennsylvania mill that was over treated with six times the normal amount of Maturox.

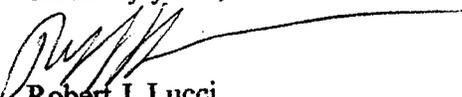
Lastly, Mr. Lucci received a third load of patent flour that had a protein level below industry standards.

When Mr. Lucci complained of these problems, he was told by ConAgra and their attorney that he was a small volume customer and that they were not interested in his future business.

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Mr. Lucci was surprised at what he was told and wants other shareholders to be aware of the poor business practices of ConAgra, its employees, and associates.

Sincerely yours,


Robert J. Lucci
Shareholder



LUCCI'S BAKERY

171 South Main Street
Archbald, PA 18403

American-Italian Pareve Baked Goods

PERIODICAL



7005 1160 0000 6117 8184

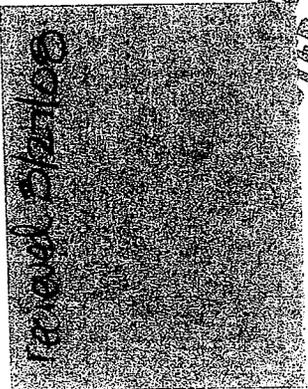


0000

68102



U.S. POST
PAID
HAMLIN, P.
18427
MAR 24
AMOUNT
\$5.4
000324



ATTENTION: SECRETARY OF THE CORPORATION

CONAGRA FOODS INC.
ONE CONAGRA DRIVE
OMAHA, NEBRASKA 68102

330

6810215000 0002

Label/Receipt Number: 7005 1160 0000 6117 8184
Status: Delivered

Your item was delivered at 8:13 AM on March 27, 2008 in OMAHA, NE 68102.

Exhibit B



ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001

TEL: 402-595-4000

April 8, 2008

VIA OVERNIGHT MAIL

Mr. Robert J. Lucci
Lucci's Bakery
171 South Main Street
Archbald, PA 18403

Dear Mr. Lucci:

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- (3) It must state that you have continuously owned the securities for at least 12 months prior to March 27, 2008; and
- (4) It must be dated on or after March 27, 2008.

See paragraph (b)(2) of Rule 14a-8 (Question 2) for more information on ways to prove eligibility.

In addition, Rule 14a-8(b)(1) requires that you provide a written statement that you intend to continue ownership of the shares through the date of the annual meeting.

The SEC's rules require that your response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. If you are unable to establish compliance with the SEC's ownership requirements and do not withdraw your proposal, ConAgra will seek the concurrence of the SEC Staff that exclusion of your proposal from the company's proxy statement is permissible.

Please address any response to Colleen Batcheler, Senior Vice President, General Counsel and Corporate Secretary, ConAgra Foods, Inc., One ConAgra Drive, Omaha, NE 68102. Alternatively, you may send your response via facsimile at (402) 517-9267. If you have any questions with respect to the foregoing, please feel free to contact me at (402) 595-4000.

Best regards,

A handwritten signature in cursive script that reads "Colleen Batcheler".

Colleen Batcheler

Encl.

Tracking Summary

Tracking Numbers

Tracking Number: 1Z 68X 111 01 9182 301 9
Type: Package
Status: **Delivered**
Delivered On: 04/09/2008
10:17 A.M.
Delivered To: ARCHBALD, PA, US
Service: NEXT DAY AIR

Tracking results provided by UPS: 04/09/2008 10:30 A.M. ET

NOTICE: UPS authorizes you to use UPS tracking systems solely to track shipments tendered by or for you to UPS for delivery and for no other purpose. Any other use of UPS tracking systems and information is strictly prohibited.

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ConAgra Foods, Inc.
One ConAgra Drive
Omaha, NE 68102-5001

TEL: 402-595-4000

April 9, 2008

VIA OVERNIGHT MAIL

Mr. Robert J. Lucci
Lucci's Bakery
171 South Main Street
Archbald, PA 18403

Dear Mr. Lucci:

Please find enclosed the remaining two pages of SEC Rule 14a-8. It was inadvertently omitted from your packaged you received yesterday.

Best regards,

A handwritten signature in cursive script that reads "Colleen Batcheler".

Colleen Batcheler

Encl.

Exhibit C

ARCHBALD, PA 18403

4-10-08

M. CONAGRA FOODS



LUCCI'S BAKERY

American-Italian Baked Goods

PHONE (717) 876-3830

171 S. MAIN ST.

ATTENTION: COLLEEN BATCHELER.

BE CAREFUL HOW YOU PROCEED
WITH MY MATTER. IT WILL
COME BACK TO HAUNT YOU.

SINCERELY!